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STATE OF WASHINGTON
OFFICE OF FINANCIAL MANAGEMENT
OLYMPIA, WASHINGTON

Washington State Beverage Logistics, LLC

Warehousing and Distribution of Liquor

RFP Response – Qualifications Section

September 30th, 2011



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REQUEST FOR PROPOSAL RESPONSE

Warehousing and Distribution of Liquor

Thank you for the opportunity to present our proposal for partnering with the Washington State Liquor Control Board to provide warehousing, distribution and related services to the State of Washington. Washington State Beverage Logistics, LLC (WSBL) is a subsidiary of Southern Wine & Spirits of America, Inc. (Southern) and brings with it over 40 years of industry leading experience providing brokerage, distribution and warehousing services in open and control states including the State of Washington. Southern's joint venture partner in Washington, The Odom Corporation, has operated brokerage, distribution and warehouse services in the State of Washington for over 75 years. As such, WSBL is managed and operated by a team of highly skilled industry professionals from Southern and The Odom Corporation collectively referred to herein as the "WSBL Group".

WSBL Group's expertise in demand planning, warehouse management and order fulfillment is built upon decades of experience. In 2010, network-wide, we shipped almost 100MM cases sourced from 1,600 supplier locations around the world to 179,000 retail locations in the various states where we operate. Our joint venture with The Odom Corporation, combined with our first-hand experience in Washington brokerage relations through our subsidiary Southern-Odom Spirits West Brokerage, LLC uniquely qualifies us to successfully apply our industry leading ways-of-working to the State of Washington's distinct warehousing and distribution requirements.

As you will note in the following responses, our proposal provides the State of Washington a unique and flexible framework to meet the needs of all stakeholders within the state. Our proposal transfers operational risks to a provider with the cumulative experiences necessary to best manage and mitigate the dynamics of the wine and spirits industry. Our financial proposal provides positive financial benefits and flexibility for managing operations in a rapidly changing and competitive marketplace with transparency and collaboration in regard to the funds Available to Distribute to the State of Washington. The responses developed in this and other sections of this proposal reflect our rich history of continuous improvement dedicated exclusively to the distribution of wine and spirits through-out the nation. We look forward to the opportunity to work with the WSLCB on this initiative.

4.0 Qualifications Section

4.1 Project Management

4.1. Exhibit D.1

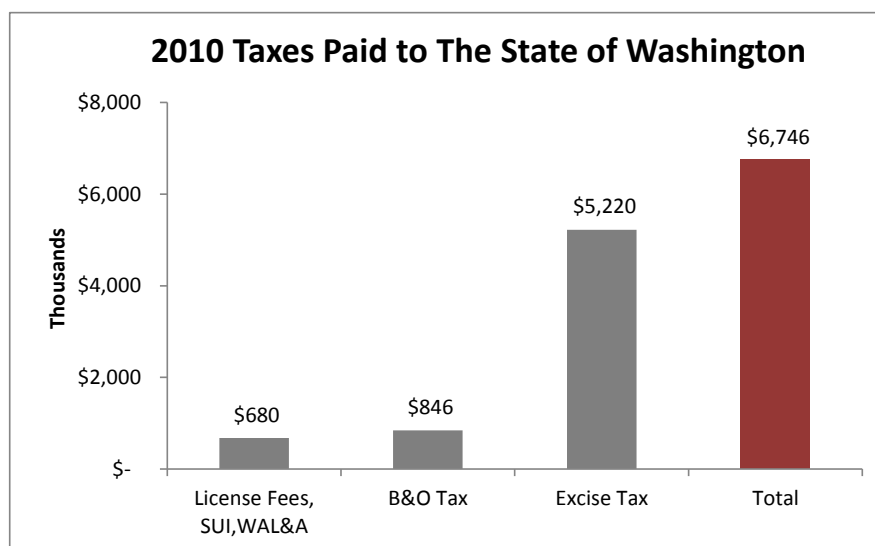
QUESTION: Describe your firm's strengths and differentiating factors to successfully manage this type of statewide project.

RESPONSE: WSBL Group has been in the distribution business since 1968, operating 32 distribution centers in 35 markets including all 18 control states. This experience, particularly our experience in the State of Washington, provides the WSBL invaluable knowledge of the local market, its regulatory requirements and other required intelligence needed to operate successfully. Our joint venture with The Odom Corporation, a seventy-five year old Washington headquartered company is important to note. As an industry member and resident of the great State of Washington, we have a unique and vested interest in ensuring the success of this initiative. Below are some key statistics representing WSBL Group's current business in the State of Washington:

- Current number of Washington State employees: 816
- 2010 the State of Washington payroll: \$40MM
- 2010 taxes WSLB Group paid: \$6,745,989

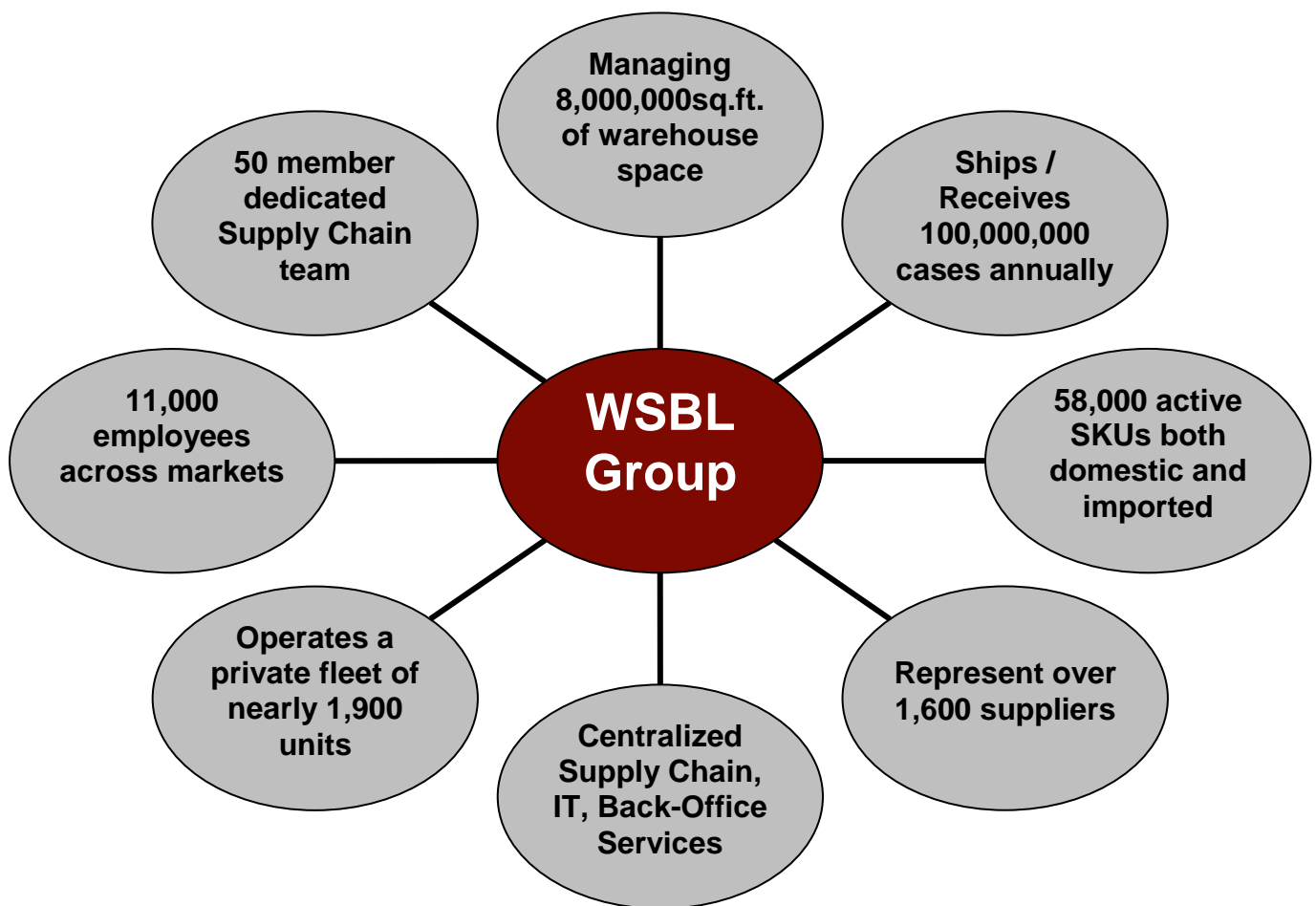
WSBL Group currently holds the following licenses for the State of Washington:

- State liquor licenses
- Federal Basic permits
- Reseller permits
- Food warehouse licenses
- City business licenses
- Tribal licenses



Additionally, we have over a forty year track record of working collaboratively with various labor unions throughout the country. WSBL Group employs over 3,300 union men and women throughout the United States. This experience base provides us the necessary insight to work effectively with unionized employees in the State of Washington.

WSBL benefits from its affiliation with the WSBL Group by enabling it to support a varied customer and supplier base through a very extensive infrastructure. In terms of capacity and resources, WSBL Group's key statistics are summarized in the graphic below.



4.1. Exhibit D.2

QUESTION: *Structure/Internal Controls. Describe your firm's project team structure and internal controls proposed to be used during the course of the project described in this RFP.*

RESPONSE: As with any organization, people are the key to success. WSBL Group has the most talented and experienced team in the industry. In addition to the below executives, there are 18 staff members in the demand planning and the logistics department along with 32 supply chain professionals with skills ranging from industrial engineering, safety, security, fleet management, and analytics to support WSBL in its performance and obligation set forth in this proposal. WSBL proposed project team structure is as follows:

Title	Name	Industry Experience	Tenure with WSBL Group
SVP – Supply Chain Strategy/CSO	Bobby Burg	27 years	19 years
VP – National Operations	Phil Morsing	31 years	9 years
VP – Supply Chain Technology	Mark Booth	23 years	22 years
VP – SCM Logistics and Planning	Jim Mosier	30 years	9 years
VP – Supply Chain Services	Larry Sullivan	30 years	7 years
Sr. Director – DC Operations	Pete Gombos	25 years	10 years
EVP – Supply Chain Odom Corp.	Shawn Youmans	24 years	8 years
SVP – Operations Odom Corp.	Jerry Dexter	29 years	18 years

The WSBL Group also has an internal audit department which will help ensure WSBL carries out multiple checks and balances coupled with technology capabilities to ensure inventory accuracy and security. Refer to 5.2.2.Exhibit E.36 within the Business Section for more details.

A number of WSBL professionals, including some of the names listed above, possess the Project Management Professional (PMP) certification. WSBL Group will leverage its Project Management Methodology, a detailed set of guidelines for managing warehousing and delivery projects, for serving the WSLCB in this project (Refer to the Appendix for a copy of the Project Management Methodology).

4.1. Exhibit D.3

QUESTION: *If using subcontractors, what services will they provide? What internal controls would be in place for their services and performance?*

RESPONSE: WSBL intends to provide all services described herein without the use of subcontractors subject to continued use of the State's current subcontractors as may be necessary. However, experience has shown that there may be occasion where it is necessary to utilize sub-contractors for a particular service not currently contemplated where a subcontractor would provide additional value, reliability and/or cost efficiency. If WSBL utilizes a subcontractor, it will require that the subcontractor meet specified qualification

standards and will be strictly monitored against mutually agreed to performance metrics to ensure successful execution of the services provided.

4.1. Exhibit D.4

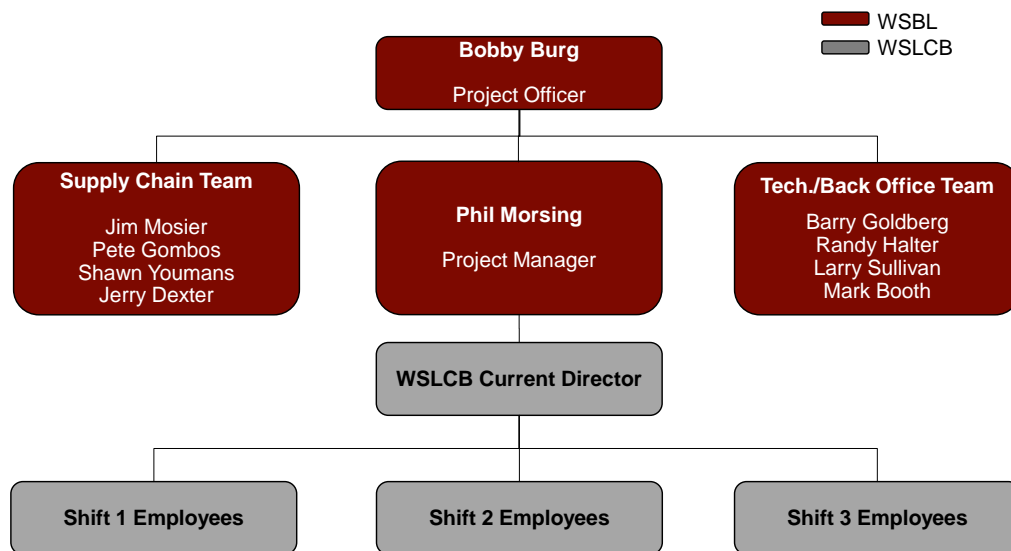
QUESTION: *How long has the proposed team worked together?*

RESPONSE: The project team has been working together as a team for over 8 years. Our professional supply chain organization has the skills and breadth of experiences to deliver complex projects on time and on budget. WSBL intends to utilize the support of the WSBL Group which is committed to the success of the services and performances outlined in this proposal. Our past projects have all met or exceeded the expectations of the organization and we are committed to deliver those same results here.

4.1. Exhibit D.5

QUESTION: *Provide an organizational chart that shows lines of authority for personnel involved in performance of the potential contract and relationships of staff to other programs or functions of the firm. The chart should show lines of authority to the next senior level of management.*

RESPONSE: Upon initial review of the data provided, the WSLCB logistics organization appears efficient and as such it is our intended plan to hire the existing WSLCB management team and to support them with our project leaders as well as all of the resources available to them through the centralized shared services as deserved in section 4.1.D.2 above. Below is an organization chart showing lines of authority for personnel involved:



4.1. Exhibit D.6

QUESTION: *Who would have prime responsibility for the work? Who would be the “final authority”?*

RESPONSE: Bobby Burg will be the Project Officer for the WSBL project team through the conversion and startup and will collaborate with the local management team. He will be the final authority for all major operating decisions. While responsible for the overall success of the project, WSBL will utilize all the resources, both local and national, to exceed the expectations of the WSLCB as outlined in the proposal.

4.2 Experience and Qualifications of the Offerror

4.2. Exhibit D.7a

Offeror's/Subcontractors' Demonstrated Experience with the Following (a-f)

QUESTION: *Warehousing and large-scale (statewide) wholesale distribution of retail products and controlled substances. Include projects where the size and scope are similar to this project. Include the number of years the firm or its subcontractor(s) have with warehousing, inventory control and distribution. (If distribution experience is not statewide, state what it is.)*

RESPONSE: WSBL Group has been the market leader in the wine and spirits distribution industry for over 40 years in the United States. WSBL Group has 32 distribution centers across 35 markets. WSBL Group shipped over 100MM cases throughout the nation in 2010, ensuring accurate and secure delivery of the products. WSBL will utilize a comprehensive set of processes and procedures to ensure products are appropriately accounted for and managed throughout the network.

Over the years, WSBL Group has directly designed and seamlessly launched numerous new distribution networks and consolidated inefficient legacy ones. WSLCB will benefit greatly from these skills and capabilities provided by WSBL. Most of these major projects took less than 3 months to successfully launch operations. WSBL Group will extend this experience to WSBL in building the right distribution footprint tailored to the WSLCB. Some of the recent relevant examples are:

2010 Indiana – Greenfield Distribution Footprint	New York 2005 – Greenfield Distribution Footprint	Illinois 2003 – Consolidating Fragmented DC Footprint
<ul style="list-style-type: none"> ▪ Established DC in Indianapolis with three crossdocks in IN ▪ Facilities, IT systems, fleet of 40' units, and over 200 sales and operations staff ▪ Currently shipping 1,400,000 cases ▪ Negotiated new labor agreements 	<ul style="list-style-type: none"> ▪ Established DC in Syracuse with three crossdocks in NY ▪ Had infrastructure in place within 60 days including order to cash IT system and material handling system ▪ Currently shipping 5,400,000 cases ▪ Negotiated new labor agreements 	<ul style="list-style-type: none"> ▪ Acquired 2 wholesale operations with a total of 9 warehouses ▪ Consolidated multiple DCs in single 425,000 sq.ft. facility with three crossdocks ▪ Currently shipping 8.8MM cases

4.2. Exhibit D.7b

QUESTION: *Converting from a public-managed warehousing and distribution center to a privately operated and managed one.*

RESPONSE: WSBL Group has a rich experience working in 18 brokerage states, working with Authorized Distribution Agreements (ADAs) as well as our own distribution operations which will enable WSBL to successfully operate and manage the State's warehousing and distribution center. Skills and experiences accumulated in working in our 17 open markets also deliver a tremendous amount of value which can be leveraged on this project by the WSBL.

4.2. Exhibit D.7c

QUESTION: *Inventory Management*

RESPONSE: WSBL Group's processes and procedures have proven extremely effective in regards to inventory management accuracy and security. Received products are required to be put away in the shortest possible time via a three step validation process. The WSBL Group is responsible for managing an inventory of over 18 million cases, the largest scale operation in the wine and spirits industry made possible by continuous human and technological investments. From automated storage and retrieval systems (ASRS) to leveraging of E3 (an advanced forecasting and inventory management software), WSBL Group is always looking to improve and innovate throughput without sacrificing accuracy and such improvements-based innovations will be passed through to WSBL.

As mentioned previously, we receive, pick, pack and ship over 100MM cases annually. In 2010, we were able to accomplish this with less than 1% variability in inventory. Our processes and standards require individual accountability and controls supported by balanced cycle counting inventory and internal audit processes. Such knowledge and

experience will enable WSBL to accomplish successfully all aspects of the inventory management functions.

4.2. Exhibit D.7d

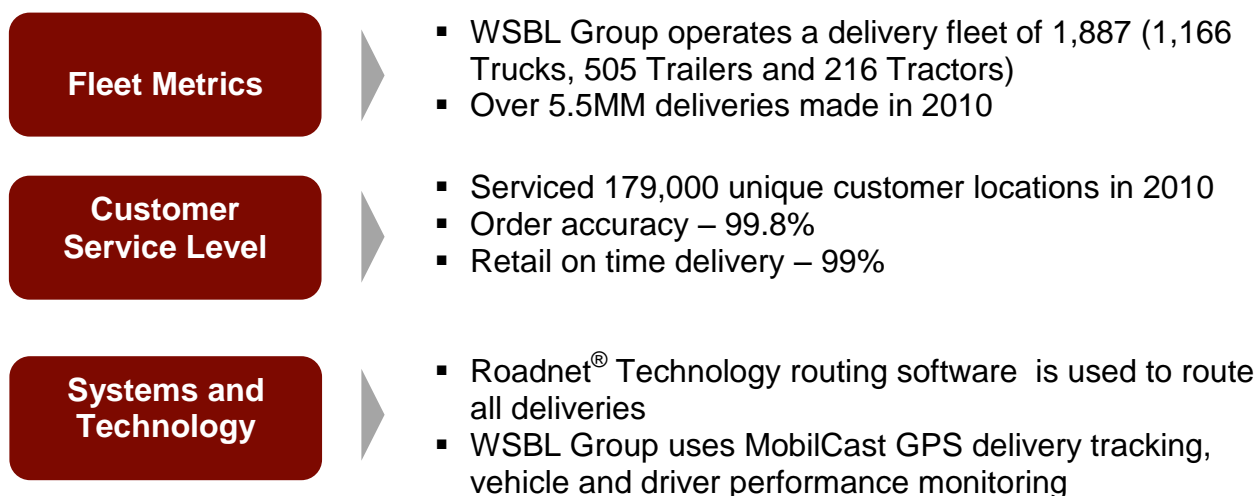
QUESTION: Demand Management

RESPONSE: WSBL Group utilizes a state-of-the-art framework to constantly monitor and adjust forecast quantities to individual store locations. This collaboration between sales at the retail level and internal operations fosters a culture of accountability and enhances the customer experience through higher fill rates, lower inventory carrying costs, and reduced safety stock levels. Simply having the right mix of products at the right stores at the right time will deliver increased value and customer satisfaction.

4.2. Exhibit D.7e

QUESTION: Delivery Management

RESPONSE: In most facilities orders are picked on the day received and delivered the following one. While we understand that this is not a requirement of this RFP, we believe that by improving the delivery frequency, initially for the top 50 stores, we will reduce out-of-stocks and increase sales at those locations. Utilizing proven systems and analytics, processes, additional delivery options may available to other retail customers. Consolidated order management via SAP will be utilized to process, monitor, and track orders. Additional resources, systems and procedures will be put in place to ensure timely delivery. Initially, we will utilize the WSLCB's software and systems for delivery management.



WSBL proposes to work with the State of Washington towards continuous improvement while increasing services and offerings. WSBL will utilize its vast resources and make strategic investments were required to deliver these systems and technology to the WSLCB.

4.2. Exhibit D.7f

QUESTION: *Other relevant experience that would indicate the qualifications of the firm and any subcontractors.*

RESPONSE: WSBL Group has been in the industry for over 40 years and is the recognized leader in the alcohol beverage distribution industry. We operate in 35 states across the nation with the most comprehensive warehouse and distribution network. The scale of our operations has allowed us to develop an unparalleled team of logistics and sales and marketing professionals able to provide the most relevant experience of any wine and spirits warehousing and distribution company in the United States today.

WSBL and the WSBL Group are dedicated exclusively to being the leading distributor of beverage alcohol, creating superior value for its customers. Our business culture is oriented around continuous improvement and cost efficiency – doing more with less. Our positive labor relations and dedication to servicing both the retail and supplier tiers within the industry has allowed us to establish a track record of success unmatched in the industry.

4.2. Exhibit D.7g

QUESTION: *Set forth here which of the experience described above is with a public partner.*

RESPONSE: As we know, the alcohol beverage industry is highly regulated at both the federal and the state level. As the primary collector of beverage taxes in the country, private wholesale firms have a very close daily interaction with their public partners. WSBL Group's experience with State regulatory agencies and public taxing authorities is vast and we are very familiar and comfortable with both the accountability and oversight required.

4.3 Experience and Qualifications of Project Team

4.3. Exhibit D.8a

QUESTION: *Warehousing and large-scale (statewide) wholesale distribution of retail products and controlled substances.*

RESPONSE: The project team as listed in response to 4.1.02 has over 200 years of cumulative large box wholesale distribution experience. Bobby Burg and Phil Morsing, jointly with almost 60 years of industry experience are currently managing over 8MM square feet of large scale wholesale distribution facilities. In the appendix we have attached the biographies of each of the project team members detailing their vast experience in the wholesale distribution of retail products.

WSBL has built and manages a network of distribution centers capable of shipping 550,000 cases a night utilizing 1,100 pieces of moving equipment. There exists no operation which is larger and more capable in the industry today.

4.3. Exhibit D.8b

QUESTION: *Converting from a public-managed warehousing and distribution center to a privately operated and managed one.*

RESPONSE: WSBL's project team has several decades of experience working now in 18 brokerage states, working with ADAs and our own distribution operations. WSBL Group over the past 10 years has converted 20 distribution centers from an external organization to WSBL ownership through numerous M&As. Our experiences in those conversions, public or private, are all similar and should translate equally to the task referenced in this proposal.

4.3. Exhibit D.8c

QUESTION: *Inventory Management*

RESPONSE: WSBL's project team's experience has proven extremely effective in regards to inventory management accuracy and security. The team will utilize a three step validation process to manage the accuracy of inventory and integrity of the operations. The team historically has made continued technology investments. From automated storage and retrieval systems (ASRS) to leveraging of E3, an advanced forecasting and inventory management software, the project team will look for ways to improve throughput without sacrificing accuracy in a cost effective manner.

In 2010, the project team, through its services by the WSBL Group was able to receive, pick, pack and ship over 100MM cases with less than 1% variability in inventory. WSBL Group project team will use processes and work rules requiring individual accountability and controls supported by balanced cycle counting inventory and our internal audit processes.

4.3. Exhibit D.8d

QUESTION: *Demand Management*

RESPONSE: WSBL's project team will utilize a state-of-the-art framework to constantly monitor and adjust forecast quantities to individual store locations. This collaboration between the sales team at the retail level and the operation team fosters a culture of accountability and enhances the customer experience through higher fill rates, lower inventory carrying costs, and reduced safety stock levels. WSBL's goal to have the right mix of products at the right stores at the right time will deliver increased value and customer satisfaction.

4.3. Exhibit D.8e

QUESTION: *Delivery Management*

RESPONSE: WSBL's project team ensures that in most WSBL Group facilities orders are picked on the day received and delivered the following one. While we understand that this is not a requirement of this RFP, our project team does believe that by improving the delivery frequency, initially for the top 50 stores, we will reduce out-of-stocks and increase sales at those locations. Utilizing proven systems and analytics, processes, additional delivery options may be available to other retail customers. Consolidated order management via will be utilized to process, monitor, and track orders. Additional resources, systems and procedures will be in place to ensure timely delivery. WSBL will leverage past experience, in designing new distribution networks and consolidating inefficient ones, to fit WSLCB's specific delivery needs.

WSLCB will benefit greatly from these skills and capabilities provided to WSBL. WSBL's project team proposes to work with the State of Washington towards continuous improvement while increasing services and offerings. WSBL's project team will make strategic investments where required.

4.3. Exhibit D.8f

QUESTION: *Managing Multiple Accounts*

RESPONSE: The WSBL's project team currently manages, for the WSBL Group, warehousing and delivery of over 100MM cases to 179,000 unique customer locations nationwide. The WSBL project team also works with over 1,600 suppliers to ensure the customer demand for all desired brands and SKUs is met.

4.3. Exhibit D.9

QUESTION: *Provide a resume' for the Project Manager proposed who will be directly responsible for the implementation and operation of these services. This will provide additional information about his/her qualifications, background, education, other experience, etc.*

RESPONSE: Summary biography of the Project Manager is attached below. For detailed biographies please refer to the appendix of this section



Phil Morsing

Vice President of National Operations, WSBL Group, LLC

- 31 years of industry experience at both the supplier and distributor tiers.
- Oversees Distribution Centers, Fleet, Safety, and Supply Chain initiatives projects.

4.3. Exhibit D.10

QUESTION: *Provide resumes' for other key staff who will be responsible for the implementation and operation of these services. These will provide additional information about their qualifications, background, education, other experience, etc.*

RESPONSE: Summary biographies of the WSBL Group project team are list below. For detailed biographies refer to appendix of this section



Bobby Burg

Chief Supply Chain Officer, WSBL Group, LLC

Oversees areas of

- 27 years of industry experience.
- Oversees all aspects of Supply Chain Management for WSBL Group including Purchasing, Logistics, Facilities, Warehouse Technology, Labor and Fleet Management.



Phil Morsing

Vice President of National Operations, WSBL Group, LLC

- 31 years of industry experience at both the supplier and distributor tiers.
- Oversees Distribution Centers, Fleet, Safety, and Supply Chain initiatives projects.



Barry J. Goldberg

Chief Information Officer, WSBL Group, LLC

- 19 years of industry experience.
- Oversees Technology infrastructure, Disaster recovery and back office/shared services.



Jim Mosier

Vice President of Purchasing and Logistics, WSBL Group, LLC

- 30+ years of industry experience in Corporate Procurement and Distribution Operations.
- Concentrates on the in-bound flow of goods from each of WSBL Group's supplier partners, world-wide, to each of WSBL Group's divisions nationally.



Dick Barkett

Chief Operating Officer, The Odom Corporation

- Over 30 years management experience in Consumer Food Products Industry.
- COO, Haagen-Dazs, Unilever, M&M Mars Distributor.
- VP, North America, Pillsbury, Haagen-Dazs.
- VP. General Manager, Coca-Cola, Seven Up.



Randy Halter

Chief Financial Officer, The Odom Corporation

- Over 20 Years of Financial Management Experience in The Consumer Food Products Industry.
- CFO, Tully's Coffee .
- CFO, Specialty Frozen Products.
- Director of Finance, Haagen-Dazs.



Shawn Youmans

EVP Supply Chain, The Odom Corporation

- Over 24 Years of Distribution Operations Experience In Beverage And Food Service.
- General Manager State Operations – Southern Wine & Spirits.
- Regional Manager - Rock Creek Wine Merchants.



Jerry Dexter

SVP, Operations, The Odom Corporation

- Over 29 years of industry experience.
- 18 years with The Odom Corporation.
- Oversees warehousing and distribution functions for over 600,000 square feet for the State of Washington.

4.4 Firm's Commitment to Offer Employment to Current State Employees

4.4. Exhibit D.11

QUESTION: Describe the firm's commitment and plan to offer employment to the state employees currently in positions at WSLCB relating to the warehousing and distribution of liquor.

RESPONSE: WSBL is committed to local management and is intending to retain the existing management structure of the WSLCB facility. In addition WSBL will offer employment to and give preference to current state workers employed with the WSLCB. WSBL is looking forward to collaborating and working with the State and its unions to optimize the talent management pool where possible to ensure the success of the partnership model agreed upon.

4.4. Exhibit D.12

QUESTION: Describe the firm's commitment to recognize and bargain with any existing bargaining representative of such employees with respect to terms and conditions of employment.

RESPONSE: WSBL Group has over a forty year track record of working collaboratively with various labor unions throughout the country and our working relationship with the local and national labor leaders is unparalleled in the industry. WSBL Group employs over 3,300 union men and women throughout the United States. A healthy and motivated work force is a key to our success and in fact is a cornerstone to our culture of superior, customer service. WSBL will leverage its ability to rely on its well established working relationships with both local and

national labor leaders in negotiating mutually beneficial labor terms and conditions of employment.

4.5 Financial Capability

4.5. Exhibit D.13

QUESTION: *Submit documentation that provides sufficient information to verify and evaluate the solvency of your firm to conduct the large-scale operation described in this RFP.*

RESPONSE: See attached verified documentation regarding WSBL's financial capability, including, a statement provided by Grant Thornton, the independent auditor of Southern Wine & Spirits of America, Inc. and certified resolutions of Southern Wine & Spirits of America, Inc.

4.6 Related Information - Termination

4.6. Exhibit D.14

QUESTION: *If the Offeror or subcontractor has had a contract terminated for default in the last five years, describe such incident submitting full details of the terms for default.*

RESPONSE: Not Applicable

4.7 References

4.7. Exhibit D.15

QUESTION: *Provide three business references for the Offeror. Include the reference names, firms, email addresses, and telephone numbers.*

RESPONSE:

Offeror's references:

Stuart Korshak

Korshak, Krakoff, Kong and Sugano, LLP

stuart@kkks.com

310 996 2340

Mitchell Less

Grant Thornton

mless@gt.com

954 768 9900

Tom F. O'Neill

Wells Fargo

tom.oneill@wellsfargo.com

770 551 4676

4.7. Exhibit D.16

QUESTION: Provide three business references for the Project Manager (project lead) with his/her contact names, firm names, email addresses, and telephone numbers.

RESPONSE:

Project Manager's references:

R K Long

VP Integrated System Sales
Dematic
rk.long@dematic.com
262 860 6778

John Crockett

SVP Southeast Region
Penske
john.crockett@penske.com
770 421 2100

Rome Aloise

Principal Officer of IBT Local 853
President of Joint Council of Teamsters Number 7
International VP of the IBT
raloise@teamster853.org
510 895 8853

Project Manager's details:

Phil Morsing

Vice President of National Operations, WSBL Group, LLC
2400 S.W. 145 Avenue Suite 300
Miramar, FL 33027
Office - 954-602-2402
Fax - 954-885-5177
Cell - 510-449-7207
Email - pmorsing@southernwine.com

4.8 OMWBE and Small Business Participation

4.8. Exhibit D.17

QUESTION: *Provide information about any small business and/or OMWBE participation that you have included, as part of your proposal. Include proof of certification issued by the Washington State Office of Minority and Women's Business Enterprises, if any firms are certified by OMWBE.*

RESPONSE: Not applicable at this time

4.9 Commercial Insurance

4.9. Exhibit D.18

QUESTION: *If selected as the apparent successful contractor, indicate whether the firm will commit to provide commercial insurance at the limits set forth in the RFP or comparable.*

RESPONSE: WSBL will provide and agree with the State of Washington acceptable limits on commercial insurance as set forth in the RFP. We are confident that we will be able to meet or exceed the State of Washington's requirements.

Appendix

Bobby Burg
Senior Vice President
Chief Supply Chain Officer, WSBL Group, LLC



Bobby Burg joined Southern Wine & Spirits of America, Inc. (SWS) in May 1993 when SWS acquired the Burg's family-owned wholesale Liquor and Wine Company in South Carolina. The company, Columbia Distributing Corp., had been in the Burg family since 1951. After his father, H. Robert Burg Jr., retired Bobby stayed on as Director of Operations for SWS' new South Carolina Division.

In December 1997 Bobby's role expanded to a national level acting as SWS Director of Operations for the eastern U.S. Early in 1998, SWS management called for Bobby to relocate to company headquarters in Miami.

With the move to headquarters, Bobby assumed the position of SWS Group Services Director and in January 1999 began working in earnest on a company consolidation proposal that he co-authored with a small group of SWS pioneers. Understanding SWS' business model of growth through acquisition and brand building, the group proposed to centralize the technology and back office operations so that the company could take advantage of enterprise hardware and software standards, readily communicate between divisions and provide a basis for future expansion. The owners of SWS recognized the strategic benefits of the proposal and gave the team the green light to move forward.

In January 2000, Bobby was promoted to Senior Vice President and Chief Information Officer (CIO). As CIO, Bobby oversaw the entire Business Solutions Group (formerly the Group Services Division) with a multifaceted team of skilled IT professionals. Bobby and his group continually investigated the latest technology – always looking to bring efficiencies and add value to the Southern Wine & Spirits organization.

On October 1, 2006, Bobby was given the responsibility of designing, enhancing, and implementing Southern's Enterprise Supply Chain Strategy. As Senior Vice President of Supply Chain Strategy and Chief Supply Chain Officer, Bobby oversees areas of Purchasing, Logistics, Facilities, Warehouse Technology, Labor, and Fleet Management.

Bobby received his BS in Accounting from the College of Charleston and his Masters Degree in Business from Hugh McColl School of Business. In his spare time Bobby enjoys golf, tennis, diving, travel and spending time with his family.

Phil Morsing
Vice President National Operations WSBL Group, LLC
Supply Chain Management



Phil Morsing has over 31 years of industry experience at both the supplier and distributor tiers. He has played an integral role establishing several SWS Divisions since he joined the company in 2002. As Vice President of National Operations, Phil and his team oversee Distribution Center, Fleet, Safety, and Supply Chain initiatives at all SWS Divisions. Phil reports directly to Bobby Burg, Senior Vice President Supply Chain Strategy.

Previously, as Vice President of Operations for SWS of New York, Phil was charged with starting up the SWS Syosset and Syracuse New York operations. Prior to Southern's New York acquisition, Phil held the position of Vice President of Warehouse and Distribution for SWS of California. Before transferring to California, Phil was Vice President, Operations Manager for SWS of Illinois. In this role, Phil orchestrated the consolidation of Romano Bros and Pacific Wine and Spirits into the new SWS facility in Bolingbrook, Illinois. Phil was Vice President of Operations for Romano Bros Beverage Company, before Southern acquired the company in 2002.

Before joining Southern, Phil spent 21 years with E&J Gallo Winery in a number of operations/management positions. His last position was Vice president for Gallo Sales Company in California.

Phil earned his BSIE from California Polytechnic State University, San Luis Obispo and his MBA from Arizona State University, Tempe. In his spare time, he enjoys all sports, especially golf.

Barry J. Goldberg
Chief Information Officer, WSBL Group, LLC



Barry J. Goldberg is Senior Vice President, Chief Information Officer and Managing Director of Southern's Business Solutions Group (BSG). Barry joined Southern after working as a consultant for Deloitte and Touche, a National Accounting and Consulting Firm. He received a Bachelor's Degree in Accounting from The University of Florida in 1986 and a Master's Degree in Computer Information Systems in 1989.

Barry began his career with Southern in 1993 at their Union City, California division as an Operations Assistant. He worked in all areas of operations including: warehouse, distribution, accounting, customer service and credit, information technology, Human Resources and collective bargaining.

In 1995, Barry was promoted to the position of Director of Operations for the Miami Division.

As Southern continued to grow through acquisition in the 90's, it became apparent that certain standardization and centralization of back office systems was needed in order to gain efficiencies in operations and improve the timeliness, accuracy and usefulness of data. To this, Barry was part of a team chartered with creating a National Operations, Information Technology and Accounting group. In 1998, Barry helped start Southern Wine & Spirits Group and Shared Services, which today is the Business Solutions Group located in Miramar, Florida.

In 2002, Southern purchased Romano Bros. Beverage Company and acquired the suppliers from Pacific Wines and some other wholesalers in Illinois. The acquisition included building a new state-of-the-art distribution facility, closing multiple warehouses in the state, combining multiple work forces, Unions and cultures. Understanding the complexity of this acquisition, Southern's owners asked Barry if he would relocate to Illinois and run the operational side of the business. Barry accepted and was promoted to the position as VP Operations of Southern Wine & Spirits of Illinois.

In 2006, Barry was appointed Senior Vice President, Chief Information Officer and Managing Director of the Business Solutions Group and is leading Southern's continuing evolution in the areas of information technology and shared services.

Barry has been married to his wife, Lisa since 1991. They have 3 children and live in Weston, Florida.

Jim Mosier

Vice President of Purchasing and Logistics, WSBL Group, LLC



After spending 22 years at Burger King Corporation holding mid and senior management positions in both its Corporate Procurement Group as well as Distribution Operations, Jim progressed from a Commodity Buyer to Director of Procurement. Jim then became interested in distribution operations where, still with Burger King, he spent two years fast tracking through every aspect of operations - from customer service to warehouse and delivery operations, and finally to general management.

Jim Mosier joined Southern Wine & Spirits of America, Inc. in 1999 as a Director in what was then called the Group Services Division. Jim is responsible for the Purchasing and Logistics team within the Supply Chain Management Group.

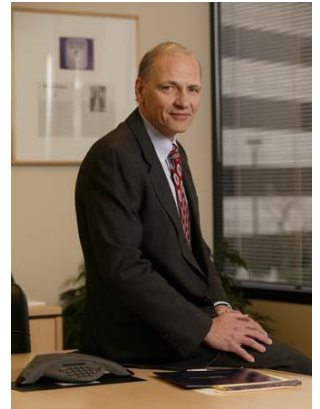
Purchasing and Logistics concentrates on the in-bound flow of goods from each of Southern's supplier partners, world wide, to each of Southern's divisions nationally. The Purchasing and Logistics Team is directly responsible for over 65 percent of Southern's total business and various levels of support for the remaining 35 percent.

While not working with suppliers, divisions and corporate management to make sure Purchasing and Logistics meet all expectations, Jim spends time with his family, is an avid runner, and coaches youth soccer and baseball.

Dick Barkett
Chief Operating Officer, The Odom Corporation

Richard (Dick) Barkett has over 31 years of management experience in the consumer food products industry. He joined The Odom Corporation in 2001 and is responsible for the execution of operating policies to support overall company objectives working in partnership with the management team and board of directors.

Dick was born in Bloomington Illinois and earned his BS and MS at Illinois State University. He's called the northwest home for the past 16 years. Dick is a member of the Washington Beer and Wine Distributors Association



Randy Halter
Chief Financial Officer, The Odom Corporation

Randy Halter has over 25 years of industry experience in consumer products manufacturing and distribution. He has played an integral role in The Odom Corporation's growth over the past 10 years and in the formation of the Joint Venture with Southern Wine & Spirits. As CFO and EVP of two companies, Randy and his team oversee information technology, accounting and finance. Randy reports directly to Dick Barkett, President of The Odom Corporation and Executive Vice President of Odom-Southern Holdings, LLC.



Previously, Randy was the CFO for Specialty Frozen Products, LP, a frozen food wholesaler based in Seattle, WA. Specialty distributed Haagen-Daz Ice Cream, Tombstone Pizza and many other frozen foods throughout Washington, Idaho, Alaska and Colorado. Before moving to Seattle, Randy held numerous Finance roles with Haagen-Dazs, Diageo and Pillsbury.

Randy earned his MBA degree in Finance from the University of Minnesota and his BA degree in Accounting from Gustavus Adolphus College. Randy is a Certified Management Accountant. In his spare time, he enjoys biking, running and playing golf.

Shawn Youmans
EVP Supply Chain, Odom Corporation

Shawn Youmans has over 24 Years Distribution Operations Experience in the Beverage and Food Service Industry. Shawn was appointed to Vice President of Supply Chain for the Odom-Southern Joint Venture in 2009.



Prior to moving into his Joint Venture role in the Pacific NorthWest, Shawn was the General Manager of State Operations for Southern Wine & Spirits of Nevada and was integral in the Las Vegas facility start up. Before moving to the West Coast, Shawn worked with Wine Suppliers on the East Coast as Regional Sales Manager for Rock Creek Wine Merchants and worked with the National Distributing Company as Director of Operations.

Shawn held numerous operations roles with The Martin-Brower, McDonald's Distribution, as Operations Manager, warehousing and logistics, to Customer-Marketing Manager. Shawn is a graduate of Virginia Polytechnic Institute and earned his Masters Degree in Business Administration from University of Phoenix.

In his spare time, he enjoys all sports, hunting and fishing, reading and teaching Martial Arts.

Jerry Dexter
SVP, Operations, The Odom Corporation

Jerry Dexter has 35 years of experience in the beverage distribution industry. He joined the Odom Corporation in 1985 and has held key positions in sales management and operations management. As Senior Vice President of Operations he manages warehousing, delivery, fleet management and purchasing for 14 distribution centers in Alaska, Washington, Oregon and Idaho.

Prior to joining Odom he held the position of District Sales Manager for Johnson Brothers Distributors in Minneapolis Minnesota. He joined Odom as Wine Sales Manager in Alaska then moving into the role of General Sales Manager. He moved to Seattle in 2001 to oversee Odom's expansion into Eastern Washington. In 2004 he assumed the position of Senior Vice President with a focus on Odom's expansion into Western Washington and Oregon.

In his spare time he enjoys golf and fly fishing.

